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LIMITED LIABILITY COMPANY**PLAZA OF SARASOTA, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 22, 2000

EMPIRE CORPORATE KIT COMPANY

SUBJECT: PLAZA OF SARASOTA, LLC
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ARTICLES OF ORGANIZATION

FOR

PLAZA OF SARASOTA, LLC

ARTICLE I - NAME

The name of this Limited Liability Company ("Company") shall be:

PLAZA OF SARASOTA, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 164 Seminole Avenue, Palm Beach, Florida 33480.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual unless dissolved according to law.

ARTICLE IV - MANAGEMENT

The Company is to be managed by its Manager; the name and address of such Manager is:

Name: Howard D. Zukerman
Address: 164 Seminole Avenue
Palm Beach, Florida 33480

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time and upon such terms and conditions as shall be determined by a unanimous vote of the holders of all of the Membership Interests.

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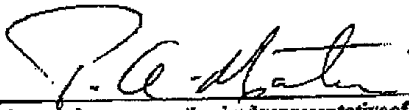
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ARTICLE VI. - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continual membership of a member in the Company shall be determined by a unanimous vote of the remaining holders of all of the Membership Interests to continue to conduct the business of the Company under the Company's name.

THE PARTY HERETO HAS EXECUTED THESE ARTICLES OF ORGANIZATION
AS OF THE 21 DAY OF JUNE, 2000



Signature of a member or an authorized representative of a member.

P. A. Martin

Typed or printed name of signer

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: PLAZA OF SARASOTA, LLC
2. The name and the Florida street address of the registered agent are:

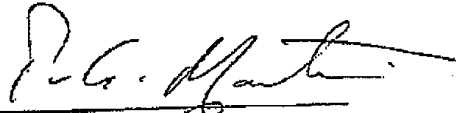
PEDRO A. MARTIN, ESQ.
NAME

Greenberg, Traurig, P.A.
1221 Brickell Avenue, Suite 2100
Florida street address (P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33131
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


SIGNATURE

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